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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

Name of company

* SIMONSTONE (BRISTOL) LIMITED

Date of creation of the charge

2nd April 2003

Description of the instrument (if any) creating or evidencing the charge (note 2)

Legal Charge

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried out by the Company to the Bank at any time and from time to time whether:

- 1) they arise before or after the Bank has demanded that they are repaid or carried out; or
- 2) they are owed or to be carried out immediately or only after a stated event has occurred; or
- 3) the Company owe or is to carry them out on its own or jointly with any other person or as guarantor for any other persons

together with interest, costs and expenses due from the Company to the Bank ("Secured Liabilities")

Names and addresses of the mortgagees or persons entitled to the charge

CAPITAL BANK plc, Capital House, Queens Park Road, Handbridge, Chester
(the "Bank")

Postcode CH88 3AN

Presentor's name address and
reference (if any):

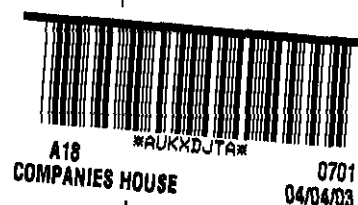
DWF - Solicitors
5 Castle Street
Liverpool
L2 4XE

REF: JCS/KJW/58500/956

Time critical reference

For official Use
Mortgage Section

Post room



CHFP025

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

Short particulars of all the property mortgaged or charged

All the leasehold property known as the land and buildings on the north east side of Bath Road, Brislington, Bristol contained in a lease dated 31st January 2003 made between Simonstone Properties Limited (1) and the Company (2) ("Property");

The Company charges with full title guarantee as security for the Secured Liabilities.

1) by way of Legal Mortgage the Property

2) by way of fixed charge all buildings and other structures on, and items fixed to, the Property;

3) by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;

4) by way of fixed charge all plant, machinery and other items affixed to or forming part of the Property on or at any time after the date of the Legal Charge;

5) by way of assignment all rents and other sums at any time payable by any tenants or licencees of the Property the Company together with the benefit of all the Company's rights and remedies relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Secured Liabilities;

6) by way of fixed charge the proceeds of any claim made under the insurance policy relating to the Property; and

7) by way of floating charge all unattached plant, machinery, chattels and goods now or any time after the date of the Legal Charge on or in or used in connection with the Property or the business or the undertaking conducted at the Property.

The Company shall not, without the Bank's prior written consent:

1) at any time reduce or prejudice the value or marketability of the Property by any means including, without limitation, by entering into any agreement or arrangement with any third party in respect of the Property; and

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Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

3 April 2003

On behalf of [company] [mortgagee/chargee] †

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

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Particulars of a mortgage or charge (continued)

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binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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in black type, or
bold block lettering

Company Number

04585756

Name of Company

SIMONSTONE (BRISTOL) LIMITED

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Please complete
legibly, preferably
in black type, or
bold block lettering

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binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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in black type, or
bold block lettering

- 3) grant any conveyance, transfer or assignment of the Property or any part of it; and
- 4) create or permit to exist any security in favour of any person other than the Bank by way of fixed or floating charge or lien over the Property or any part of it.

The Company shall not let, nor agree to let the Property, or any part of it, without the Bank's prior written consent, whether under the powers given by Section 99 or 100 of the Law of Property Act 1925 or otherwise.

Section 103 of the Law of Property Act 1925 shall not apply to the Legal Charge, and the Legal Charge shall become immediately capable of being enforced and the power of sale and other powers conferred on the mortgagees by the Law of Property Act 1925 (as extended or raised by the standard conditions (2002 edition)) shall become exercisable at any time after the date of the Legal Charge provided that the Bank will not exercise such powers until the Bank has demanded repayment of the Secured Liabilities.

The restriction on the rights of consolidating mortgages contained in Section 93 of the Law and Property Act 1925 shall not apply to the Legal Charge.

The Company, by way of security, irrevocably appoints the Bank and any receiver and each one severably to be the Company's attorney (with full power to delegate) for the Company and in the Company's name.

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legibly, preferably
in black type, or
bold block lettering

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04585756

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 2nd APRIL 2003 AND CREATED BY SIMONSTONE (BRISTOL) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CAPITAL BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th APRIL 2003.

P. L.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —